

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SUNEDISON, INC., *et al.*,

Debtors.¹

:
: **Chapter 11**
:
: **Case No. 16-10992 (SMB)**
:
: **(Jointly Administered)**
:
:

**MONTHLY FEE STATEMENT OF PRIME CLERK LLC,
AS ADMINISTRATIVE AGENT TO THE DEBTORS FOR
THE PERIOD FROM APRIL 21, 2016 THROUGH APRIL 30, 2016**

By this monthly fee statement (the “**Statement**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), Prime Clerk LLC (“**Prime Clerk**”), administrative agent to the above captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby seeks compensation for reasonable and necessary fees incurred for the period from April 21, 2016 through April 30, 2016 (the “**Statement Period**”). In accordance with the *Order Granting Debtors’ Motion for Order Pursuant to Bankruptcy Code Sections 105(a) and 331, Bankruptcy Rule 2016, and Local Bankruptcy Rule*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holding Corporation (8669); SunEdison Utility Holdings, Inc. (6443)]; SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A). The address of the Debtors’ corporate headquarters is 13736 Riverport Dr., Maryland Heights, Missouri 63043.

2016-1 Establishing Procedures for Interim Compensation and Reimbursement of Professionals

[Docket No. 258] (the “**Compensation Order**”), Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in an amount equal to \$1,390.00 and payment of \$1,112.00, or 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in an amount equal to \$0.00. In support of the Statement, Prime Clerk respectfully represents as follows:

Name of Professional:	Prime Clerk LLC
Authorized to Provide Administrative Advisor Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2016 <i>nunc pro tunc</i> to April 21, 2016
Period for which compensation and reimbursement is sought:	April 21, 2016 through April 30, 2016
Amount of compensation sought as actual, reasonable and necessary:	\$1,390.00 ²
80% of compensation sought as actual, reasonable and necessary:	\$1,112.00
Amount of expense reimbursement sought as actual, reasonable and necessary	\$0.00

Prior Monthly Statements

Prime Clerk has not filed any prior monthly statements.

[Remainder of page intentionally left blank]

² In accordance with the Compensation Order, at the expiration of the Objection Deadline (as defined in the Compensation Order), the Debtors are authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Statement.

Summary of Hours Billed by Prime Clerk Employees During the Statement Period

Employee Name	Title	Total Hours	Rate	Total
Pullo, Christina	Director of Solicitation	3.10	\$200.00	\$620.00
Brown, Mark M.	Solicitation Consultant	1.60	\$175.00	\$280.00
Cuadros, Keri-Ann	Solicitation Consultant	1.50	\$175.00	\$262.50
Deboissiere, Michael	Solicitation Consultant	1.00	\$175.00	\$175.00
Labissiere, Pierre	Solicitation Consultant	0.30	\$175.00	\$52.50

TOTAL 7.50 \$1,390.00

BLENDED RATE \$185.33

Summary of Fees Billed by Subject Matter During the Statement Period

Matter Description	Total Hours	Total
Call Center / Credit Inquiry	2.90	\$507.50
Solicitation	4.60	\$882.50

TOTAL 7.50 \$1,390.00

[Remainder of page intentionally left blank]

Jurisdiction

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Rule 2016-1.

Background

2. On April 21, 2016 (the “**Petition Date**”), each of the Debtors filed a voluntary petition with the court under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On April 25, 2016, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). On April 29, 2016, the U.S. Trustee appointed the official committee of unsecured creditors. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

Retention of Prime Clerk

3. On May 12, 2016, the Court entered the *Order Granting Debtors’ Application for Order Pursuant to Bankruptcy Code Section 327(a), Bankruptcy Rules 2014(a) and 2016, and Local Bankruptcy Rules 2014-1 and 2016-1 Authorizing Employment and Retention of Prime Clerk as Administrative Agent Nunc Pro Tunc to the Petition Date* [Docket No. 257], which authorized the Debtors to employ and retain Prime Clerk as administrative agent *nunc pro tunc* to the Petition Date in these chapter 11 cases.

Relief Requested

4. Prime Clerk submits this Statement in accordance with the Compensation Order. All services for which Prime Clerk requests compensation were performed for, or on behalf of, the Debtors.

5. Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in the amount of \$1,390.00 and payment of \$1,112.00, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

6. Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative agent to the Debtors. **Exhibit A** hereto sets forth a detailed statement of hours spent rendering services to the Debtors in support of the compensation for fees incurred during the Statement Period and also sets forth any expenses incurred during the Statement Period. To that end, **Exhibit A**: (i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) as applicable, sets forth the type of expenses incurred. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its employees and cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions.

7. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested herein by Prime Clerk are fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and

(f) the costs of comparable services other than in a case under this title.

Notice

8. Pursuant to the Compensation Order, this Statement will be served upon the Notice Parties (as defined in the Compensation Order). Prime Clerk submits, in light of the relief requested, no other or further notice is necessary.

Conclusion

WHEREFORE, pursuant to the Compensation Order, Prime Clerk respectfully requests (i) allowance of reasonable and necessary fees for the Statement Period in the total amount of \$1,390.00 and payment of \$1,112.00, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

Dated: May 31, 2016
New York, New York

Prime Clerk LLC

/s/ Adam M. Adler
Adam M. Adler
830 Third Avenue, 9th Floor
New York, NY 10022
Telephone: (212) 257-5445
Email: aadler@primeclerk.com

Exhibit A

Fee Detail



830 Third Avenue, 9th Floor
New York, NY 10022

primeclerk.com

Hourly Fees by Employee through April 2016

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
MMB	Brown, Mark M	SA - Solicitation Consultant	1.60	\$175.00	\$280.00
KC	Cuadros, Keri	SA - Solicitation Consultant	1.50	\$175.00	\$262.50
MD	Deboissiere, Michael	SA - Solicitation Consultant	1.00	\$175.00	\$175.00
PL	Labissiere, Pierre	SA - Solicitation Consultant	0.30	\$175.00	\$52.50
CP	Pullo, Christina	DS - Director of Solicitation	3.10	\$200.00	\$620.00
TOTAL:			7.50		\$1,390.00

Hourly Fees by Task Code through April 2016

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
INQR	Call Center / Credit Inquiry	2.90	\$507.50
SOLI	Solicitation	4.60	\$882.50
TOTAL:		7.50	\$1,390.00

SunEdison, Inc.

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
04/27/16	MMB	SA	Draft call center talking points for inquiries about Net Operating Loss motion/order	Call Center / Credit Inquiry	1.60
04/27/16	CP	DS	Coordinate with Akin and Prime Clerk case team regarding DIP syndication	Solicitation	1.10
04/27/16	PL	SA	Prepare talking points for call center related to the Net Operating Loss Notice	Call Center / Credit Inquiry	0.30
04/28/16	MD	SA	Respond to inquiries from shareholders regarding securities	Call Center / Credit Inquiry	1.00
04/26/16	KC	SA	Review emails and inquiries from counsel as it relates to DIP syndication	Solicitation	0.50
04/28/16	KC	SA	Review documents as they relate to the DIP syndication	Solicitation	1.00
04/28/16	CP	DS	Coordinate with Akin, Skadden, Deutsche and Prime Clerk case team regarding DIP syndication	Solicitation	1.20
04/30/16	CP	DS	Coordinate with Akin and Prime Clerk case team regarding draft DIP syndication documents (.4); review same (.4)	Solicitation	0.80
Total Hours					7.50